

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

IN RE:)	
)	
LIBERTY DENIM, LLC,)	Case No. 11-08066-HB
)	Chapter 11
Debtor.)	

**FIRST INTERIM FEE APPLICATION OF SHUMAKER, LOOP & KENDRICK, LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM MARCH 15, 2012 THROUGH SEPTEMBER 30, 2012**

Name of Applicant:	Shumaker, Loop & Kendrick, LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors of Liberty Denim, LLC
Date of Retention:	March 15, 2012
Period for which Compensation and Reimbursement is sought:	March 15, 2012 through September 30, 2012
Amount of Compensation sought as actual, reasonable and necessary:	\$199,173.75
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$4,343.89
Dates of prior applications and amounts approved:	N/A*
Amount of compensation or reimbursement of expenses previously paid:	\$0.00

*This is a first interim application.

SUMMARY OF BILLING BY ATTORNEY
MARCH 15, 2012 THROUGH SEPTEMBER 30, 2012

Name of Professional	Position with Applicant	Hourly Rate*	Total hours Billed	Total Compensation
David H. Conaway	Partner	\$570.00	126.7	72,219.00
David M. Grogan	Partner	\$500.00	4.6	2,300
David A. Matthews	Partner	\$445.00	244.8	108,936.00
Nathan A. Hall	Partner	\$340.00	3.7	1,258.00
Michael J. O'Callaghan	Partner	\$445.00	3.0	1,335.00
Steven A. Meckler	Partner	\$370.00	7.2	2,664.00
Brandy B. Milazzo	Partner	\$390.00	20.8	8,112.00
G. Scott Humphrey	Partner	\$410.00	.2	82.00
Cheryl P. Elgin	Paralegal	\$235.00	9.65	2,267.75
TOTALS			420.65	199,173.75

Blended Rate: \$473.49

*This rate is Shumaker, Loop & Kendrick, LLP's regular hourly rate for legal services. All hourly rates are adjusted by Shumaker, Loop & Kendrick, LLP on a periodic basis.

COMPENSATION BY PROJECT CATEGORY
MARCH 15, 2012 THROUGH SEPTEMBER 30, 2012

Project Category	Total Hours	Total Fees
Case Administration	42.1	20,327.50
Asset Analysis and Recovery	5.6	2,729.50
Asset Disposition	245.80	117,463.50
Meetings of and Communication with Creditors	11.2	6,179.00
Fee/Employment Applications	4.35	1,194.25
Avoidance Action Analysis	1.0	445.00
Non-working Travel	9.5	4,375.00
Claims Administration and Objections	44.3	19,775.00
Plan and Disclosure Statement	56.8	26,685.00
TOTAL	420.65	199,173.75

EXPENSE SUMMARY
MARCH 15, 2012 THROUGH SEPTEMBER 30, 2012

Expense Category	Service Provider (if applicable)	Total Expenses
Legal Research	Westlaw, Pacer	130.49
Photocopies		2,743.20
Travel (mileage)		412.38
Long Distance Telephone		.20
Postage		1,057.62
TOTAL		4,343.89

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

IN RE:

LIBERTY DENIM, LLC,

Debtor.

)
)
) Case No. 11-08066-HB
) Chapter 11
)

**FIRST INTERIM APPLICATION OF SHUMAKER, LOOP & KENDRICK, LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM MARCH 15, 2012 THROUGH SEPTEMBER 30, 2012**

Pursuant to section 330 and 331 of Title 11 of the Bankruptcy Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Shumaker, Loop & Kendrick, LLP (“Shumaker” or the “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 case, hereby files this First Interim Application of Shumaker, Loop & Kendrick, LLP, Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period from March 15, 2012 through September 30, 2012 (the “Application”). By this Application, Shumaker seeks an interim allowance of compensation of \$199,173.75 and \$4,343.89 for reimbursement of actual and necessary expenses for the period March 15, 2012 through and including September 30, 2012 (the “Monthly Fee Period”). In support of this Application, Shumaker respectfully represents as follows:

INTRODUCTION

1. On December 31, 2011, an involuntary Chapter 7 petition was filed against Liberty Denim, LLC (the “Debtor”).

2. On March 2, 2012, an order for relief was entered under Chapter 11 of the Bankruptcy Code (11 U.S.C. §§ 101 et seq.).

3. The Committee was appointed in this case on March 13, 2012.

4. On March 15, 2012, the Committee selected Shumaker, Loop & Kendrick, LLP as its counsel and the Order approving Application to Appoint Counsel for the Official Committee of Unsecured Creditors effective as of March 15, 2012 [Docket No. 55] was entered by the Court on April 27, 2012.

5. Attached hereto as Exhibit A is an itemization by billing professional covering all of the services performed by Shumaker with respect to these matters from March 15, 2012 through September 30, 2012.

6. Attached hereto as Exhibit B is a detailed itemization by project category, of all services performed by Shumaker with respect to these matters from March 15, 2012 through September 30, 2012. Each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

7. Shumaker serves as counsel to the Committee and has enabled the Committee to act in an informed, efficient manner and to actively participate in these cases and to significantly assist in the maximization of value to the estates. The following summary highlights the major areas in which Shumaker rendered serves for the time period covered by this Application.

a. Case Administration - (42.1 hours; \$20,327.50). This category includes coordination and compliance activities and ministerial activities, including review of miscellaneous pleadings and notices, correspondence, the statement of financial affairs; schedules; list of contracts; contacts with the United States Trustee; general communications with the Committee members and various professionals involved in the case; and general creditor inquiries.

b. Asset Analysis and Recovery – (5.6 hours; \$2,729.50). This category includes identification and review of potential assets including causes of action and non-litigation recoveries.

c. Asset Disposition (245.8 hours; \$117,463.50). This category includes consultations with the Debtor regarding valuation of assets, analysis of strategies for the marketing and sale of assets, communications and negotiations with interested buyers, drafting the asset purchase agreement, and motion to approving the sale and sale procedures, attending hearings on such motions, and draft other documents need to finalize the sale of substantially all of the Debtor's assets.

d. Meetings of and Communications with Creditors (11.2 hours; \$6,179.00). This category includes meetings and communications with the Creditors Committee and responding to creditor inquiries.

e. Fee/Employment Applications (4.35 hours; \$1,194.25). This category includes time in connection with the preparation and/or review of employment and fee applications for Applicant or others; and motions to establish interim compensation procedures.

f. Avoidance Action Analysis (1.0 hours; \$445.00). This category includes time expended investigating and analyzing transactions between the Debtor and other parties that may be potentially avoidable as a preferential or fraudulent transfer under the Bankruptcy Code or applicable non-bankruptcy law.

g. Non-Working Travel (19.0 hours expended; 9.5 hours billed; \$4,375.00). This category includes attorney time traveling to and from meetings or hearings during which time to work on any related matter is conducted. In connection with this matter, Shumaker deducts 50% of its time expended on non-working travel.

h. Claims Administration and Objections (44.3 hours; \$19,775.00). This category includes review of creditor claims, including administrative claims other than professional compensation, and objections to claims.

i. Plan and Disclosure Statement (56.8 hours; \$26,685.00). This category includes drafting, review and revising of the Chapter 11 plan and disclosure statement and related documents; communications and negotiations with Debtor's counsel, the United States Trustee, bank counsel and other parties in interest regarding same; and responding to objections and attending hearings on same.

8. Attached hereto is a description of the costs actually expended by Shumaker in the performance of services rendered as counsel to the Committee. The costs for which reimbursements requested total \$4,343.89.

WHEREFORE, Shumaker, Loop & Kendrick, LLP respectfully requests that the Court enter an Order: (i) granting the Application and authorizing allowance of compensation in the amount of \$199,173.75 for professional services rendered, and \$4,343.89 for reimbursement for actual and necessary costs; (ii) directing payment by the Debtor of the amount of \$199,173.75

for fees requested, and \$4,343.89 for the requested reimbursement of expenses; and (iii) granting such other and further relief as this Court deems necessary and just.

Dated: November 12, 2012.

s/ David A. Matthews
Steven A. Meckler
South Carolina Bar No.: 68402
David H. Conaway (pro hac vice)
David A. Matthews (pro hac vice)
SHUMAKER, LOOP & KENDRICK, LLP
128 South Tryon Street, Suite 1800
Charlotte, North Carolina 28202
Telephone: (704) 375-0057
Facsimile: (704) 332-1197

EXHIBIT A

**SUMMARY OF BILLING BY ATTORNEY
MARCH 15, 2012 THROUGH SEPTEMBER 30, 2012**

Name of Professional	Position with Applicant	Hourly Rate*	Total hours Billed	Total Compensation
David H. Conaway	Partner	\$570.00	126.7	72,219.00
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Brandy B. Milazzo	Partner	\$390.00	20.8	8,112.00
G. Scott Humphrey	Partner	\$410.00	.2	82.00
Cheryl P. Elgin	Paralegal	\$235.00	9.65	2,267.75
TOTALS			420.65	199,173.75

Blended Rate: \$473.49

*This rate is Shumaker, Loop & Kendrick, LLP's regular hourly rate for legal services. All hourly rates are adjusted by Shumaker, Loop & Kendrick, LLP on a periodic basis.

EXHIBIT B

SHUMAKER[®]

Shumaker, Loop & Kendrick, LLP

First Citizens Bank Plaza 704.375.0057
128 South Tryon Street 704.332.1197 fax
Suite 1800
Charlotte, North Carolina 28202-5013

www.slk-law.com

Unsecured Creditors' Committee for Liberty Denim LLC
101 Mills Ave.
Liberty, SC 29657

Invoice 329310
June 1, 2012

Federal Tax ID. 34-4439491

ID: L11410-151644 - DHC
RE: Liberty Denim LLC Bankruptcy Proceedings
For Services Rendered Through March 31, 2012

Current Fees	31,915.25	
Total Due for this Bill		<u>31,915.25</u>
Total Due for this Matter		<u><u>\$31,915.25</u></u>

**** PLEASE REMIT THIS PAGE WITH YOUR PAYMENT ****

PAYMENT DUE WITHIN 30 DAYS.

Invoices remaining unpaid 30 days after date of invoice will be charged a late payment charge of 1.5% per month.

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

June 1, 2012
Invoice 329310
Page 2

FOR PROFESSIONAL SERVICES RENDERED

DATE ATTY DESCRIPTION OF SERVICES	HOURS
03-15-12 DAM B130: Voice-mail message to R. Skinner regarding status of offers (.2); e-mail correspondence to D. Conaway regarding new offer from Mid-Town Commercial Real Estate (.2); on-line research regarding same (.3); e-mail correspondence to R. Skinner regarding offers (.3); e-mail correspondence to D. Conaway regarding same (.2).	1.20
03-15-12 DHC B130: Telephone conference (.2) and email from counsel for potential purchaser regarding sale motion (.2).	0.40
03-15-12 DHC B150: Review status of assets and liabilities of debtor (.6); review committee appointment (.2); telephone call from attorney for buyer (.3); telephone call from Unifi, committee member (.2).	1.30
03-15-12 DHC B130: Review correspondence from debtor regarding schedules of assets/liabilities (.5); memo from D. Matthews regarding new offer to purchase with offer (.8); conference with D. Matthews regarding due diligence on offers/potential buyers (.4); correspondence from creditors regarding status of sale; telephone conference with committee member Unifi (.4); telephone conference with committee member Wates Trucking (.5).	2.60
03-15-12 DHC B150: Conferences with paralegal regarding employment application.	0.40
03-15-12 DHC B130: Telephone conferences with committee members regarding sale options and proposed auction.	0.80
03-15-12 DHC B130: Telephone call from attorney for Dove Bid regarding offer (.5).	0.50
03-16-12 DHC B130: Conference with paralegal regarding 363 motion/bidding procedures (.2); telephone conference with R. Skinner regarding increased bid (.6); telephone conference from attorney for bidder regarding bid terms (.4).	1.20

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

03-17-12 DHC B130:

Telephone call from attorney for potential purchase regarding offer and correspondence from same regarding terms (.5); correspondence to client regarding increase in offer (.3); correspondence from committee members regarding same regarding bidding, etc. (.7).

03-17-12 DHC B130:

Correspondence to committee regarding status of Dove Bid and negotiations and responses from same (.8); correspondence from Dove Bid's counsel (.3).

03-19-12 CPE B160:

Correspondence with D. Conaway (.1); prepare draft employment application (1.2); review court docket (.2).

03-19-12 DAM B130:

Intra-office conference with D. Conaway regarding Mid-Town Commercial Real Estate offer (.3); e-mail to D. Conaway summarizing same (.4).;

03-19-12 DHC B130:

Review schedules of assets/liabilities (.9); review new offer to purchase assets and due diligence on buyer (.8); telephone conference from attorney for buyer (.4).

03-19-12 DHC B110:

Report to creditors' committee regarding open issues (1.1); review and revise employment application/affidavit (.6); correspondence from committee members (.3).

03-20-12 CPE B160:

Forward employment application to client for review and signature.

03-20-12 DAM B130:

Voice-mail message from M. Esrig (.2); intra-office conference with D. Conaway regarding same (.2); e-mail to D. Conaway regarding same (.2); review e-mail correspondence from R. Skinner regarding offers (.2); e-mail to D. Conaway regarding same and regarding sale motion (.3).

03-20-12 DHC B110:

Telephone call and correspondence with Chairman regarding open issues (.8); telephone call from other committee members (.3); telephone call from potential buyer (.3); correspondence to Chairman regarding employment application (.2).

03-20-12 DHC B130:

Telephone call to R. Skinner regarding bids and 363 motion (.2); correspondence from Skinner regarding same (.2).

June 1, 2012

Invoice 329310

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HOURS

1.50

1.10

1.50

0.70

2.10

2.00

0.20

1.10

1.60

0.40

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

03-21-12 CPE B160:

Correspondence with Unifi regarding employment application update distribution list.

June 1, 2012

Invoice 329310

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HOURS

0.20

03-21-12 DHC B130:

Telephone call from R. Skinner regarding bidding status.

0.30

03-22-12 DAM B130:

Begin work on drafting sale motion.

2.90

03-22-12 DHC B130:

Correspondence from chairman regarding various (.3); correspondence to committee regarding bidding status/stalking hourse, terms, etc. and responses from same (1.1); telephone conference from bidder (.3).

1.70

03-22-12 DHC B110:

Review status of matter.

0.40

03-23-12 BBM B130:

Office conference with C. Elgin with review (.1) and e-mail correspondence for D. Conaway regarding terms of asset purchase agreement (.3).

0.30

03-23-12 CPE B130:

Conference with D. Conaway regarding motion for sale (.2); review file (.2); work on draft motion (.3); conference with B. Milazzo regarding APA (.2); gather information regarding same (.3).

1.20

03-23-12 DAM B130:

Review e-mail correspondence from C. Elgin regarding draft sale motion.

0.40

03-23-12 DHC B130:

Draft 363 motion (3.9); initial draft of APA (3.3); correspondence from committee members regarding various (.2).

7.40

03-25-12 BBM B130:

Commence drafting asset purchase agreement.

3.00

03-26-12 BBM B130:

Continue to review and revise draft asset purchase agreement.

6.50

03-26-12 CPE B160:

Continue working on employment application (.4); correspondence with D. Matthews regarding same (.1); service of employment application (.25).

0.75

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

03-26-12 DAM B130:

Draft motion to approve sale of assets and sale procedures (4.1); revise and finalize employment application (1.1).

03-26-12 DHC B130:

Correspondence from attorney for buyer (.3); conference with B. Milazzo regarding revising APA (.3); review D. Matthew's revisions to sale motion (.6).

03-26-12 DHC B130:

Conference with B. Milazzo regarding APA terms (.4).

03-27-12 BBM B130:

Review and revise asset purchase agreement.

03-27-12 DHC B130:

Conference with B. Milazzo regarding buyers comments to APA (.3); correspondence from court regarding filing (.2).

03-28-12 BBM B130:

Review and revise asset purchase agreement (2.4); e-mail correspondence with D. Conaway and D. Matthews regarding the same (.5).

03-28-12 CPE B160:

Conference with D. Matthews regarding employment application deficiency (.2); work on application regarding same (.3).

03-28-12 DAM B130:

Review e-mail from R. Skinner regarding Coker offer (.1); e-mail to D. Conaway regarding same (.1).

03-28-12 DHC B130:

Correspondence from R. Skinner regarding 363 sale (.3); review and revise 363 motion/APA (1.4); telephone call to R. Skinner (.3); telephone call from bidder (.3).

03-29-12 BBM B130:

Revise asset purchase agreement.

03-29-12 CPE B160:

Conference with D. Matthews regarding amending employment application (.1); review local rules (.2).

June 1, 2012

Invoice 329310

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HOURS

5.20

1.20

0.40

1.30

0.50

2.90

0.50

0.20

2.30

1.80

0.30

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

03-29-12 DAM B130:

Voice-mail message to P. Roe regarding status of sale motion (.2); intra-office conference with B. Milazzo regarding draft asset purchase agreement (.4); e-mail correspondence to E. Elgin regarding employment application (.2).

03-29-12 DHC B130:

Telephone call from R. Skinner regarding 363 sale (.3); correspondence to potential stalking horse buyer and correspondence from same (.3).

03-30-12 DAM B110:

Revise application to employ regarding nunc pro tunc language (.4); draft correspondence regarding same (.3); voice-mail message to clerk's office regarding same (.3); review local rules regarding same (.4); finalize same (.4).

03-30-12 DHC B130:

Correspondence with attorney for buyer regarding stalking horse/terms of sale (.9); conference with B. Milazzo regarding changes to APA and with D. Matthews regarding changes to 363 motion (.5).

Total Fees for this Matter

FEE BILLING RECAP

David H. Conaway	DHC	32.10 hrs	\$570.00 /hr.	18,297.00
David A. Matthews	DAM	14.30 hrs	\$445.00 /hr.	6,363.50
Cheryl P. Elgin	CPE	4.65 hrs	\$235.00 /hr.	1,092.75
Brandy B. Milazzo	BBM	15.80 hrs	\$390.00 /hr.	6,162.00

TOTAL FEES

TOTAL DUE FOR THIS BILL

TOTAL DUE FOR THIS MATTER

June 1, 2012

Invoice 329310

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HOURS

0.80

0.60

1.80

1.40

\$31,915.25

31,915.25

31,915.25

\$31,915.25

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

June 1, 2012
Invoice 329310
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Analysis of Legal Fees by Code		----- This Bill -----	
		Hours	Amount
B110	Case Administration	5.80	3,081.00
B120	Asset Analysis and Recovery	0.00	0.00
B130	Asset Disposition	55.90	27,054.50
B150	Meetings of and Communications with	1.70	969.00
B160	Fee/Employment Applications	3.45	810.75
B180	Avoidance Action Analysis	0.00	0.00
B195	Non-Working Travel	0.00	0.00
B310	Claims Administration and Objections	0.00	0.00
B320	Plan and Disclosure Statement (including	0.00	0.00
Total Legal Fees		66.85	31,915.25

SHUMAKER

Shumaker, Loop & Kendrick, LLP

First Citizens Bank Plaza 704.375.0057
128 South Tryon Street 704.332.1197 fax
Suite 1800
Charlotte, North Carolina 28202-5013

www.slk-law.com

Unsecured Creditors' Committee for Liberty Denim LLC
101 Mills Ave.
Liberty, SC 29657

Invoice 329315
June 2, 2012

Federal Tax ID. 34-4439491

ID: L11410-151644 - DHC

RE: Liberty Denim LLC Bankruptcy Proceedings

For Services Rendered Through April 30, 2012

Current Fees	45,950.50	
Current Disbursements	116.47	
Total Due for this Bill		<u>46,066.97</u>
Total Due for this Matter		<u><u>\$46,066.97</u></u>

**** PLEASE REMIT THIS PAGE WITH YOUR PAYMENT ****

PAYMENT DUE WITHIN 30 DAYS.

Invoices remaining unpaid 30 days after date of invoice will be charged a late payment charge of 1.5% per month.

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

June 2, 2012
Invoice 329315
Page 2

FOR PROFESSIONAL SERVICES RENDERED

DATE ATTY DESCRIPTION OF SERVICES	HOURS
04-02-12 DHC B130: Review final APA before going to opposing counsel and conference with B. Milazzo regarding purchase price, environmental, etc. terms (.8); correspondence and telephone conference with attorney for buyer regarding asset listing/status of APA and conference with B. Milazzo regarding same (.9); review correspondence regarding APA (.3).	2.00
04-02-12 CPE B110: Invoice analysis.	0.60
04-02-12 BBM B130: Review purchase agreement received from F. Knowlton; review and revise asset purchase agreement accordingly (3.7); e-mail correspondence with D. Conaway, F. Knowlton and R. Skinner regarding the same (.5).	4.20
04-02-12 DAM B130: Review and revise draft sale motion.	1.70
04-03-12 DHC B110: Conference with paralegal regarding committee distribution list, etc.	0.30
04-03-12 DHC B130: Review APA changes from R. Skinner and conference with B. Milazzo regarding same.	0.50
04-03-12 DAM B160: Refile amended employment application.	0.50
04-04-12 DHC B160: Telephone call from L. Barr regarding employment application.	0.20
04-04-12 DAM B130: Intra-office conference with B. Milazzo regarding draft asset purchase agreement (.3); review same (.4); intra-office conference with D. Conaway regarding sale motion status, etc. (.3); draft, review and revise proposed sale order, notice and bidding procedures (4.3); telephone conference with P. Roe regarding status of sale motion (.3).	5.60

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

04-05-12 DHC B130:

Review draft of 363 sale motion/APA and revisions to same.

04-05-12 DAM B130:

Work on sale motion and proposed order.

04-06-12 DHC B130:

Correspondence from Buyer's counsel regarding changes to agreement and conference with D. Matthews regarding amending documents and which amendments are agreeable (.8); review R. Skinner's comments to 363 motion (.5).

04-09-12 DHC B130:

Correspondence with debtor's counsel regarding various (.3); conference with paralegal regarding hearing dates (.2); memo from Wells Fargo counsel regarding comments to 363 motion/notice, etc. (.6); correspondence from buyer's counsel regarding sale assets (.2).

04-09-12 CPE B160:

Conference with D. Matthews regarding hearing on employment application (.1); conference with D. Conaway regarding same (.1).

04-09-12 DAM B130:

Review e-mail correspondence from F. Knowlton regarding questions and comments to draft sale motion (.5).

04-10-12 DAM B120:

Review Pickens County property records on-line and plat information (2.2); e-mail to F. Knowlton and R. Skinner regarding same (.3).

04-10-12 DHC B120:

Correspondence from F. Knowlton (buyer's counsel) regarding tax plat (.2); correspondence with debtor's counsel regarding same (.2); review plats and memo from D. Matthews to opposing counsel (.3).

04-11-12 DHC B150:

Correspondence to committee regarding meeting, open issues (.4); correspondence from committee members (.3); correspondence with buyer's counsel regarding real estate included in sale and conference with D. Matthews regarding tax plats regarding same (.6); correspondence from UST regarding employment/review facts (.7)

04-11-12 DHC B120:

Correspondence to committee regarding meeting, open issues (.4); correspondence from committee members (.3); correspondence with buyer's counsel regarding real

June 2, 2012

Invoice 329315

Page 3

HOURS

1.10

2.80

1.30

1.30

0.20

0.50

2.50

0.70

0.80

1.20

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

June 2, 2012

Invoice 329315

Page 4

HOURS

estate included in sale and conference with D. Matthews regarding tax plats regarding same (.6); correspondence from UST regarding employment/review facts (.7)

04-11-12 DAM B130:

7.90

E-mail to R. Skinner regarding proposed changes to bidding procedures (.2); review e-mail from R. Skinner regarding same (.2); review revise sale motion and begin drafting bid procedures, notice and proposed order (2.8); e-mail correspondence to R. Skinner regarding real property to be included in sale (.3); review Pickens County tax records regarding vehicles and tax liens (.7); e-mail to A. Ruttgers regarding same (.4); review e-mail from F. Knowlton regarding real property to be included in sale (.2); review/revise sale notice and APA schedules regarding real property descriptions (1.2); review e-mail from A. Ruttgers regarding real property liens (.2); intra-office conference with D. Conaway regarding real property issues (.4); review plat information regarding location of wastewater treatment facility (.5); e-mail to A. Ruttgers regarding same (.2); review APA regarding warranties and representations (.6).

04-12-12 DHC B150:

2.60

Prepare for committee meeting (.7); conference call committee meeting (.9); follow-up correspondence with committee members regarding sale issues (.3); correspondence from creditors regarding case (.2); correspondence to committee with 363 motion/bidding procedures, etc. (.3); conference with paralegal regarding committee members/call (.2).

04-12-12 DAM B130:

3.00

Continue work on sale documents (2.0); intra-office conference with B. Milazzo regarding schedules to APA (.4); review draft schedules (.4); review e-mail from A. Ruttgers regarding tax liens (.2).

04-12-12 BBM B130:

0.80

Draft schedules to asset purchase agreement (.6); e-mail correspondence with D. Matthews regarding the same (.2).

04-13-12 DHC B150:

1.60

Attend first meeting of creditors including discussions with UST, debtor's counsel and buyer's counsel before and after (.8); correspondence with committee members regarding 1st meeting/sale/etc. (.8).

04-13-12 DAM B130:

1.30

E-mail correspondence to A. Ruttgers regarding location of water treatment plant (.3); research real property records regarding same (1.0).

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

June 2, 2012
Invoice 329315
Page 5

DATE ATTY DESCRIPTION OF SERVICES

HOURS
1.60

04-13-12 DHC B195:

Travel to Spartanburg, SC for 1st meeting of creditors (actual travel time 3.2).

04-16-12 DAM B130:

3.20

Work on draft sale motion, APA and schedules, bidding procedures, notice and proposed order.

04-17-12 DHC B130:

2.40

Review changes by debtor's counsel proof, edit and revise sale motion, proposed order and APA (.5); conference with D. Matthews regarding same (.2); correspondence from Wells counsel regarding a/r issue (.3); review committee's final changes to APA, sale motion, etc. and review final draft for debtor, buyer, etc. (1.0); correspondence from buyer's counsel and conference with D. Matthews regarding status (.4).

04-17-12 DHC B150:

0.50

Advise creditor regarding 1st meeting of creditors results (.5).

04-17-12 DAM B130:

5.90

Continue to draft, revise sale motion, order and bid procedures (4.2); draft e-mail correspondence to F. Knowlton and R. Skinner regarding same (.4); intra-office conference with D. Conaway regarding status of motion and issues related to same (.4); review revise warranty language (.6); telephone conference with A. Rutters regarding question regarding location of water treatment facility (.3).

04-18-12 DHC B130:

1.30

Correspondence from attorney for debtor regarding revisions (.2); review/revise APA, sale motion, etc. and conference with D. Matthews regarding same (1.1); correspondence with attorney for Wells and attorney for debtor regarding Wells' lien/attachment to proceeds issue and telephone to R. Skinner regarding same (.9).

04-18-12 DHC B310:

0.90

Correspondence from attorney for debtor regarding revisions (.2); review/revise APA, sale motion, etc. and conference with D. Matthews regarding same (1.1); correspondence with attorney for Wells and attorney for debtor regarding Wells' lien/attachment to proceeds issue and telephone to R. Skinner regarding same (.9).

04-18-12 DAM B130:

3.00

Review e-mail correspondence from R. Skinner regarding comments to draft sale documents (.2); review e-mail correspondence from F. Knowlton regarding same and questions about lien on accounts receivable (.3); e-mail correspondence to F. Knowlton regarding same (.2); review e-mail from R. Skinner regarding same (.1); e-mail to R. Skinner regarding same (.2); review, revise APA and schedules to APA and sale motion documents (1.4); e-mail correspondence to R. Skinner and F. Knowlton

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings
DATE ATTY DESCRIPTION OF SERVICES

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regarding same (.4); review e-mail correspondence from A. Ruttger regarding question about location of water treatment facility (.2).

04-19-12 DHC B130:	2.80
Review and revise for finals of APA, motion regarding sale/bidding procedures and related documents (including debtors, buyers and Wells Fargo comments) (1.7); correspondence from DoveBid counsel regarding sale (.5); correspondence from debtor's counsel regarding sale papers (.2); conference with parties regarding classification of assets being sold (.4).	
04-19-12 DAM B130:	5.40
Review e-mail correspondence from F. Knowlton regarding tax provisions in APA, etc. (.4); e-mail correspondence to R. Skinner regarding location of equipment (.2); review e-mail from R. Skinner regarding same (.2); review e-mail from R. Skinner regarding proposed change to draft bidding procedures (.2); revise APA regarding tax provision (.6); intra-office conference with B. Milazzo regarding same (.3); e-mail correspondence to F. Knowlton and R. Skinner regarding revised APA (.4); review, revise schedules to APA, draft bid procedures and other sale docs (1.6); review e-mail correspondence from K. Poston regarding same (.5); voice-mail message to and telephone conference with K. Poston regarding same (.4); voice-mail message to P. Roe regarding status of sale motion (.2); draft e-mail correspondence to R. Skinner, F. Knowlton and K. Poston regarding "final" draft of sale motion documents (.4).	
04-20-12 DHC B110:	0.50
Review status of matter.	
04-20-12 DHC B130:	1.60
Correspondence with debtor's counsel and buyer's counsel (.5); review revisions to APA, pleadings and schedules (.4); conference with D. Matthews and B. Milazzo regarding same/impact on estate (.3); conference with D. Matthews regarding service issues (.2); conference with paralegal regarding deadline (.2).	
04-20-12 DAM B130:	2.90
E-mail correspondence to R. Skinner regarding sale motion and creditor matrix (.3); voice-mail message to R. Skinner regarding same (.2); e-mail correspondence to K. Poston regarding final draft of sale motion documents (.4); e-mail to L. Cave regarding final review of APA (.3); e-mail correspondence with F. Knowlton regarding timing of filing, etc (.3); e-mail to R. Skinner regarding creditor matrix (.2); prepare/organize exhibits to sale motion (.6); intra-office conference with L. Cave regarding preparations for filing and creditor matrix (.6).	
04-23-12 DAM B130:	2.30
E-mail correspondence to A. Ruttgers regarding creditors matrix (.3); intra-office	

Unsecured Creditors' Committee for Liberty Denim LLC
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conference with L. Cave regarding same (.5); finalize exhibits to sale motion and draft notice of hearing (1.2); e-mail correspondence to R. Skinner regarding delay in filing sale motion (.3).

04-24-12 DHC B130:	1.00
Review status of filing and serving pleadings and correspondence with opposing counsel regarding same (.6); conference with D. Matthews regarding hearing/service issues (.4).	
04-24-12 CPE B130:	1.50
Work on certificate of service (.3); service of motion to sale (1.2).	
04-24-12 CPE B130:	0.60
Draft certificate of no objection regarding employment application (.4); conference with D. Matthews regarding same (.2).	
04-24-12 DAM B130:	5.30
Review, revised certificate of service and file and serve sale motion and exhibits (3.1); telephone conferences with L. Baillet at Bankruptcy Court regarding notice issue (.7); Court's desire for additional proposed order (.4); review, revise proposed order (.7); e-mail correspondence with F. Knowlton regarding status of sale motion (.3); review e-mail correspondence from R. Skinner (.1).	
04-25-12 DHC B110:	0.50
Review scheduling order and conference with D. Matthews (.3); correspondence from debtors/buyer's counsel (.2).	
04-25-12 DHC B130:	0.80
Telephone call to court regarding hearing and scheduling order and conference with D. Matthews regarding same (.4); correspondence from potential bidder (.4).	
04-25-12 DHC B110:	0.30
Conference with D. Matthews regarding hearing cancellation.	
04-25-12 DAM B130:	5.00
Review e-mail correspondence from L. Baillet regarding Court's request for a scheduling order on sale hearings (.4); draft, review and revise proposed scheduling order (1.6); review bankruptcy rules and local rules regarding notice requirements for objections, etc. (.4); e-mail correspondence to R. Skinner and F. Knowlton regarding same (.4); review e-mail correspondence from R. Skinner and F. Knowlton regarding same (.1); revise and submit proposed order (.5); review, revise draft certificate of no objection regarding employment application (.4); telephone conference with L. Baillet	

Unsecured Creditors' Committee for Liberty Denim LLC
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regarding ECF docket procedure for request from removal of calendar (.3); file and serve certificate of no objection (.5); enter request for removal from calendar (.4).

04-26-12 DHC B130:	0.40
Review motion to sell.	
04-26-12 DAM B110:	0.90
Review e-mail correspondence from N. Stalvey at Clerk's office regarding need to correct docket entry (.3); voice-mail message to N. Stalvey regarding same (.1); telephone conference with N. Stalvey regarding same (.1); draft correspondence to Clerk's office regarding same (.4).	
04-27-12 DHC B110:	0.50
Conference with paralegal regarding motion for 303 fees and motion for substantial contribution (.2); conference with R. Skinner regarding same (.3).	
04-27-12 DAM B110:	0.30
Review e-mail correspondence from C. Elgin regarding returned mail (.1); e-mail to C. Elgin regarding same (.2).	
04-30-12 DHC B130:	0.30
Correspondence from potential bidder (.3).	
04-30-12 DAM B130:	0.20
Review e-mail correspondence from R. Skinner regarding interested bidder Liquid Asset Partners.	
Total Fees for this Matter	\$45,950.50

DISBURSEMENTS

Long Distance Telephone	0.20
Document Reproduction	30.80
Travel to; Spartanburg, SC for meeting with creditors ; David H. Conaway	85.47
Total Disbursements for this Matter	\$116.47

FEE BILLING RECAP

David H. Conaway	DHC	29.00 hrs	\$570.00 /hr.	16,530.00
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Unsecured Creditors' Committee for Liberty Denim LLC
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David A. Matthews	DAM	60.20 hrs	\$445.00 /hr.	26,789.00
Cheryl P. Elgin	CPE	2.90 hrs	\$235.00 /hr.	681.50
Brandy B. Milazzo	BBM	5.00 hrs	\$390.00 /hr.	1,950.00
				<hr/>
TOTAL FEES				45,950.50
TOTAL DISBURSEMENTS				116.47
				<hr/>
TOTAL DUE FOR THIS BILL				46,066.97
				<hr/>
TOTAL DUE FOR THIS MATTER				<u><u>\$46,066.97</u></u>

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
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Analysis of Legal Fees by Code		----- This Bill -----	
		Hours	Amount
B110	Case Administration	3.90	1,872.00
B120	Asset Analysis and Recovery	4.40	2,195.50
B130	Asset Disposition	79.90	36,939.50
B150	Meetings of and Communications with	5.50	3,135.00
B160	Fee/Employment Applications	0.90	383.50
B180	Avoidance Action Analysis	0.00	0.00
B195	Non-Working Travel	1.60	912.00
B310	Claims Administration and Objections	0.90	513.00
B320	Plan and Disclosure Statement (including	0.00	0.00
Total Legal Fees		97.10	45,950.50

SHUMAKER

Shumaker, Loop & Kendrick, LLP

First Citizens Bank Plaza 704.375.0057
128 South Tryon Street 704.332.1197 fax
Suite 1800
Charlotte, North Carolina 28202-5013

www.slk-law.com

Unsecured Creditors' Committee for Liberty Denim LLC
101 Mills Ave.
Liberty, SC 29657

Invoice 329259
June 29, 2012

Federal Tax ID. 34-4439491

ID: L11410-151644 - DHC

RE: Liberty Denim LLC Bankruptcy Proceedings

For Services Rendered Through May 31, 2012

Current Fees	31,146.00	
Current Disbursements	3,205.79	
Total Due for this Bill		<u>34,351.79</u>
Total Due for this Matter		<u><u>\$34,351.79</u></u>

**** PLEASE REMIT THIS PAGE WITH YOUR PAYMENT ****

PAYMENT DUE WITHIN 30 DAYS.

Invoices remaining unpaid 30 days after date of invoice will be charged a late payment charge of 1.5% per month.

Unsecured Creditors' Committee for Liberty Denim LLC
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FOR PROFESSIONAL SERVICES RENDERED

DATE ATTY DESCRIPTION OF SERVICES	HOURS
05-01-12 DHC B150: Correspondence (.2) from creditors regarding claim/sale/etc.	0.40
05-02-12 DHC B130: Conference with paralegal regarding claims in case (.3); conference with paralegal regarding sale hearing (.2).	0.50
05-04-12 DHC B150: Memo to committee members regarding hearing (.9); correspondence from committee members regarding same (.6).	1.50
05-07-12 DHC B130: Correspondence from potential bidder (.2); telephone conference with R. Skinner regarding bidders (2.); conference with D. Matthews regarding same (.2).	0.60
05-08-12 DHC B130: Review Atkins objection (.6); correspondence (3) with R. Skinner regarding same and committee's position (.5); correspondence from F. Knowlton regarding same (.3).	1.40
05-08-12 GSH B130: Teleconference with P. Smith regarding citizens actions to restore Liberty Denim (.1); refer to D. Matthews (.1).	0.20
05-09-12 DHC B130: Telephone conference with R. Skinner regarding sale issues, Wells position, terms of sale, bids, etc. (.4); conference with D. Matthews regarding same (.3); correspondence from Atkins' counsel regarding closing (.3).	1.00
05-11-12 DHC B310: Memo from and conferences with paralegal regarding bankruptcy claims (.5).	0.50
05-14-12 DAM B130: Review/analyze objection by UST to sales procedures (.4); review Atkins Machinery objections to sale (.4); review B&D objection (.3); inter-office conference with D. Conaway regarding objections to sale procedures, Atkins objection, etc. (.5); voice message to R. Skinner regarding sale procedure hearing (.1); e-mail to R. Skinner regarding same (.3); telephone conference with B. Culver regarding B&D objection to sale (.2); review e-mail correspondence from F. Knowlton regarding sale procedures	5.20

Unsecured Creditors' Committee for Liberty Denim LLC
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hearing (.3); review e-mail correspondence from D. Conaway regarding break up fee (.2); voice message to L. Barr re UST's objection (.1); analyze timing/procedure for payment of Atkins Machinery claim (.4); review/analyze Wells Fargo lien claim (.8); telephone conference with P. Roe regarding sale hearing and timing of payment of Atkins Machinery secured claims, etc. (.3); review e-mail from R. Sinner regarding thoughts on sale procedures hearing (.3); e-mail correspondence to F. Knowlton regarding sale procedure hearing (.4) preparation for hearing (.4).

05-14-12 DHC B130: 2.90

Review objections filed (1.1); numerous correspondence with counsel for buyer, Wells, debtor, etc. regarding objections/committee position and advise parties regarding committee's position (1.8).

05-15-12 DAM B130: 3.60

Telephone conference with D. Conaway regarding issues for sale procedure hearing (.3); e-mail to D. Conaway regarding calculation of equity for estate based on stalking horse bid (.4); inter-office conference with D. Conaway regarding outcome of sale procedure hearing (.5); draft/revise proposed sale procedure order (1.1); e-mail to D. Conaway regarding same (.4); inter-office conference with D. Conaway regarding revisions to same (.2); revise sale notice regarding same (.4); review e-mail from F. Knowlton regarding questions about sale notice (.1); e-mail to F. Knowlton re same (.2).

05-15-12 DHC B130: 6.50

Prepare for hearing (1.2); attend court hearing regarding sale motion/negotiation with parties, etc. (3.0); conference with D. Matthews regarding results/modifications to order/sale (.6); numerous correspondence with various parties regarding changes and review revisions (1.7).

05-15-12 DHC B195: 1.50

Travel to and from hearing (true travel time - 3.0 hours)

05-16-12 DAM B130: 3.10

Review e-mail correspondence from F. Knowlton regarding changes to draft sale notice, etc. (.3); review e-mail from J. Cassidy regarding comments to revised draft sale procedures documents (.1); revise sale notice per same (.4); e-mail to J. Cassidy regarding same (.2); telephone conference with F. Knowlton regarding needed changes to APA, etc. (.5); review/revise APA and schedules to same (.6); e-mail to F. Knowlton and R. Skinner regarding same (.4); review e-mail from P. Roe regarding F. Knowlton's question as to equipment (.2); e-mail to R. Skinner regarding status of review of revised sale documents (.2); review e-mail from F. Knowlton regarding question about the Debtor's inventory (.2).

Unsecured Creditors' Committee for Liberty Denim LLC
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DATE ATTY DESCRIPTION OF SERVICES

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2.50

05-16-12 DHC B130:

Correspondence from Wells' counsel regarding inventory issue and conferences with D. Matthews regarding same (.4); review and revise order/notice (.9); review correspondence from Atkins attorney regarding removal of equipment issue (.4); review comments from various parties (.8).

05-17-12 DAM B130:

1.40

Review e-mail from R. Skinner regarding status of review of revised sale documents (.1); e-mail to D. Conaway regarding same (.2); e-mail to L. Barr regarding draft sale procedures order, etc. (.3); review e-mail from L. Barr approving same (.1); e-mail correspondence to F. Knowlton and R. Skinner regarding status of review of proposed order and related documents (.3); review e-mail from R. Skinner regarding inventory (.3); e-mail to D. Conaway regarding same (.1).

05-17-12 DHC B130:

2.50

Correspondence and conferences with parties regarding sale order, inventory issue, terms, etc. (1.3); correspondence from potential bidders (.3); conferences with D. Matthews regarding sale order/terms and review/revise sale order/notice (.9).

05-18-12 DHC B130:

0.30

Memo from paralegal regarding revised sale order/notice.

05-18-12 DHC B110:

0.50

Review status of matter.

05-21-12 NAH B310:

0.40

Initial review of creditor claim issues and associated legal research.

05-21-12 DAM B130:

1.70

E-mail correspondence to F. Knowlton regarding proposed sale procedures order (.3); review e-mail correspondence from K. Poston regarding same (.1); revise APA (.4); e-mail correspondence to R. Skinner regarding same (.3); e-mail correspondence with V. Barber regarding sale procedures (.2); review e-mail from K. Poston regarding question about inventory (.2); e-mail correspondence to R. Skinner regarding same (.2).

05-21-12 DHC B130:

1.90

Numerous correspondence between parties regarding order (.9); review revisions/changes to order (.7); correspondence from potential bidder (.3).

05-22-12 DAM B130:

3.70

E-mail correspondence with K. Poston regarding inventory and supplies issues (.3); review e-mail from R. Skinner regarding same (.3); e-mail to D. Conaway regarding same (.3); e-mail to K. Poston, R. Skinner regarding proposed order (.4); telephone

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
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HOURS

conferences with K. Poston regarding same (.4); telephone conference with R. Skinner regarding same (.2); intra-office conference with D. Conaway regarding same (.4); review/revised proposed order (.7); e-mail correspondence to K. Poston and R. Skinner regarding change to order (.3); finalize/upload proposed order (.4).

05-22-12 CPE B110:	0.20
Correspondence to committee members regarding bar date.	
05-22-12 DHC B130:	2.50
Review revisions to sale order/notice and conference with D. Matthews regarding same (1.1); correspondence from attorney for Wells, Keith Poston, regarding dead inventory and correspondence back to counsel (.7); correspondence from F. Knowlton regarding same (.2); memo from D. Matthews regarding status of order/parties' positions/issues (.5).	
05-23-12 DAM B130:	3.80
Review e-mail correspondence from L. Maxwell regarding judge's requested changes to proposed sale procedures order (.4); e-mail correspondence to L. Maxwell re same (.4); review reply e-mail from L. Maxwell regarding same (.2); review/revise proposed order (.8); e-mail correspondence to R. Skinner, F. Knowlton and L. Barr regarding same (.4); e-mail correspondence to L. Maxwell regarding same (.3); review order and make additional revisions (.4); e-mail to L. Maxwell re same (.2); draft and file withdrawal of initial proposed order (.4); upload revised proposed order (.3).	
05-23-12 CPE B130:	0.20
Review court docket (.05); conference with D. Matthews regarding application by Atkins (.05); correspondence to L. Cave regarding objection deadline (.1).	
05-23-12 CPE B150:	0.50
Correspondence from and to creditors Picanol and Operators Unlimited regarding bar date.	
05-23-12 DHC B130:	1.20
Review Judge Burris' comments to sale order and revised order (.5); correspondence from committee members regarding status (.7).	
05-24-12 NAH B310:	3.00
Research issues concerning creditor claims in bankruptcy case.	
05-24-12 DAM B130:	3.00
Review order approving sale procedures (.4); e-mail correspondence to R. Skinner regarding same (.2); review e-mail correspondence from A. Rutgers regarding list of	

Unsecured Creditors' Committee for Liberty Denim LLC
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Re: Liberty Denim LLC Bankruptcy Proceedings
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June 29, 2012
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buyers (.3); e-mail correspondence to D. Conaway regarding same (.2); e-mail correspondence to L. Cave and C. Elgin regarding service list and preparations for service of order (.5); intra-office conference with L. Cave regarding same (.4); review/revise certificate of service regarding same (.6); file same (.4).

05-24-12 CPE B130:	1.00
Prepare certificate of service and service of sale order.	
05-24-12 DHC B130:	0.80
Review list of bidders and conference with D. Matthews to contact debtor regarding same (.4); review final sale order (.3); conferences with paralegal regarding claim deadline and need to calculate unsecured claims (.4).	
05-25-12 DHC B130:	0.50
Review service list regarding proper parties.	
05-29-12 NAH B310:	0.30
Review creditor claim issues in bankruptcy case.	
05-29-12 DHC B130:	0.40
Correspondence from Buyer's counsel regarding sale/compliance with order (.4).	
05-30-12 DHC B130:	0.80
Correspondence from Wells counsel regarding sale and correspondence with debtor's counsel regarding same (.4); correspondence from Buyer's counsel regarding down payment (.4).	
05-31-12 DHC B130:	0.90
Correspondence with attorney for Buyer and with attorney for debtor regarding sale hearing/deposit, etc. (.6); telephone call from news reporter regarding case (.3).	
Total Fees for this Matter	\$31,146.00

DISBURSEMENTS

Document Reproduction	27.00
Photocopies; 18,400 B & W copies	1,991.80
Postage; Postage for service of process of Joint Motion for Sale.	1,023.12
Travel to; Spartanburg, NC for hearing on Sale Motion; David Conaway	86.58
Westlaw Court Document Searches	77.29

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

June 29, 2012
Invoice 329259
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Total Disbursements for this Matter

\$3,205.79

FEE BILLING RECAP

Nathan A. Hall	NAH	3.70 hrs	\$340.00 /hr.	1,258.00
David H. Conaway	DHC	31.60 hrs	\$570.00/hr.	18,012.00
David A. Matthews	DAM	25.50 hrs	\$445.00 /hr.	11,347.50
Cheryl P. Elgin	CPE	1.90 hrs	\$235.00 /hr.	446.50
G. Scott Humphrey	GSH	0.20 hrs	\$410.00 /hr.	82.00

TOTAL FEES

31,146.00

TOTAL DISBURSEMENTS

3,205.79

TOTAL DUE FOR THIS BILL

34,351.79

TOTAL DUE FOR THIS MATTER

\$34,351.79

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

June 29, 2012
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Analysis of Legal Fees by Code		----- This Bill -----	
		Hours	Amount
B110	Case Administration	0.70	332.00
B120	Asset Analysis and Recovery	0.00	0.00
B130	Asset Disposition	54.10	27,215.50
B150	Meetings of and Communications with	2.40	1,200.50
B160	Fee/Employment Applications	0.00	0.00
B180	Avoidance Action Analysis	0.00	0.00
B195	Non-Working Travel	1.50	855.00
B310	Claims Administration and Objections	4.20	1,543.00
B320	Plan and Disclosure Statement (including	0.00	0.00
Total Legal Fees		62.90	31,146.00

SHUMAKER

Shumaker, Loop & Kendrick, LLP

First Citizens Bank Plaza 704.375.0057
128 South Tryon Street 704.332.1197 fax
Suite 1800
Charlotte, North Carolina 28202-5013

www.slk-law.com

Unsecured Creditors' Committee for Liberty Denim LLC
101 Mills Ave.
Liberty, SC 29657

Invoice 329687
July 5, 2012

Federal Tax ID. 34-4439491

ID: L11410-151644 - DHC

RE: Liberty Denim LLC Bankruptcy Proceedings

For Services Rendered Through June 30, 2012

Current Fees	27,926.50	
Current Disbursements	641.05	
Total Due for this Bill		<u>28,567.55</u>
Total Due for this Matter		<u><u>\$28,567.55</u></u>

**** PLEASE REMIT THIS PAGE WITH YOUR PAYMENT ****

PAYMENT DUE WITHIN 30 DAYS.

Invoices remaining unpaid 30 days after date of invoice will be charged a late payment charge of 1.5% per month.

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

July 5, 2012
Invoice 329687
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FOR PROFESSIONAL SERVICES RENDERED

DATE ATTY DESCRIPTION OF SERVICES	HOURS
06-04-12 DAM B150: Telephone conference with C. Guerin at Picanol regarding questions about claim process.	0.30
06-08-12 DHC B130: Review hearing status/objections/bidder information and conference with D. Matthews regarding same.	0.90
06-11-12 DAM B110: Prepare for sale hearing (.8); e-mail correspondence to R. Skinner regarding same (.2); review e-mail from R. Skinner regarding same (.1).	1.10
06-11-12 DAM B110: Draft notice of substitution of local counsel (.5); review local rules regarding same (.4); intra-office conference with S. Meckler regarding same (.3).	1.20
06-12-12 SAM B195: Travel to Spartanburg, South Carolina to attend hearing for auction (3.4 actual travel time).	1.70
06-12-12 SAM B130: Attend hearing for auction.	1.60
06-12-12 DAM B130: Finalize notice of substitution of local counsel (.4); prepare for sale hearing (1.2); intra-office conference with D. Conaway regarding same (.2); attend auction and sale hearing with S. Meckler (1.6); work on sale order (1.1)	4.50
06-12-12 DAM B195: Travel to Spartanburg, SC for hearing (3.4 actual travel time).	1.70
06-12-12 DHC B130: Conference with D. Matthews regarding hearing (.4); report of hearing from D. Matthews and advise clients regarding same (1.2).	1.60
06-13-12 DHC B130: Review proposed sale order and conference with D. Matthews regarding same.	0.80

Unsecured Creditors' Committee for Liberty Denim LLC		July 5, 2012
I.D. L11410-151644 - DHC		Invoice 329687
Re: Liberty Denim LLC Bankruptcy Proceedings		Page 3
DATE	ATTY DESCRIPTION OF SERVICES	HOURS
06-13-12	DAM B130: Draft, review, and revise proposed order approving sale of substantially all of the Debtor's assets (4.8); telephone conference with B. Culver regarding outcome of sale hearing (.2).	5.00
06-14-12	DHC B130: Correspondence (2) from buyer's counsel regarding missing assets (.3); conference with D. Matthews regarding same (.2).	0.50
06-14-12	DAM B130: Review, revise proposed sale order (.8); intra-office conference with D. Grogan regarding same (.3); e-mail correspondence to F. Knowlton and R. Skinner regarding same (.4); telephone conference with K. Jones regarding deed and bill of sale (.3); e-mail to K. Jones regarding same (.3); review e-mail from F. Knowlton regarding changes to draft sale order (.3); revise order (.4); e-mail to F. Knowlton and R. Skinner regarding same (.3); review e-mail from F. Knowlton regarding alleged copper theft (.3); analyze issues related to same (.4); review e-mail from R. Skinner regarding same (.3); intra-office conference with D. Conaway regarding same (.3); telephone conference with F. Knowlton regarding theft issue (.3); draft e-mail correspondence to R. Skinner regarding response to same (.4).	5.10
06-15-12	DHC B130: Correspondence with creditors regarding sale/potential impact on unsecured creditors.	0.60
06-15-12	DAM B130: Voice-mail message to F. Knowlton (.1); review R. Skinner's proposed changes to sale order (.4); e-mail to R. Skinner regarding same (.2); telephone conference with F. Knowlton regarding draft sale order (.3); revise order (1.2); e-mail correspondence to F. Knowlton and R. Skinner regarding same (.4).	2.60
06-18-12	DAM B130: Review e-mail correspondence from F. Knowlton with attached police report regarding copper wire theft and analyze issues related to same.	0.70
06-18-12	DAM B130: E-mail correspondence to F. Knowlton and R. Skinner regarding sale order (.2); review e-mail from F. Knowlton regarding same (.1); telephone conference with L. Maxwell regarding status of order (.2).	0.50
06-18-12	DMG B130: Intraoffice conference with D. Matthews regarding sale issues.	0.50

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

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Page 4

DATE ATTY DESCRIPTION OF SERVICES

HOURS

06-18-12 DHC B130:	Correspondence from F. Knowlton regarding missing copper/review police report (.2); conference with D. Matthews regarding settlement of PPM adjustment (.4).	0.60
06-19-12 DAM B130:	Telephone conference with R. Skinner regarding price adjustment issue, etc. (.2); voice-mail message to J. Cassidy regarding same (.2); follow-up telephone conference with R. Skinner (.2); voice-mail message to F. Knowlton regarding same (.1); review e-mail from R. Skinner regarding buyer's moving equipment at plant (.2); e-mail correspondence to F. Knowlton regarding buyer's activity at property (.2); review email from F. Knowlton regarding same (.1); telephone conference with F. Knowlton regarding same (.2); telephone conference with J. Cassidy regarding copper theft (.3); telephone conference with F. Knowlton regarding same (.3); analyze issues surrounding theft and requested price adjustment (.5); e-mail correspondence to R. Skinner and D. Conaway regarding price adjustment issue (.3); review e-mail from R. Skinner regarding same (.1).	2.90
06-19-12 DHC B130:	Conference with D. Matthews regarding dividend analysis (.4); telephone conference with C. HRMN regarding case status/next steps/proceeds allocation/dividend analysis (1.0).	1.40
06-19-12 DHC B150:	Correspondence with creditor regarding sale/potential dividend to unsecureds.	0.50
06-19-12 DHC B130:	Correspondence regarding stolen equipment.	0.20
06-20-12 DAM B130:	Telephone conference with R. Skinner regarding sale price adjustment issue (.2); intra-office conference with D. Conaway regarding same (.3); voice-mail message to F. Knowlton regarding counter offer on same (.2); telephone conference with F. Knowlton regarding same (.2); revise sale order regarding same (.4); e-mail to F. Knowlton and R. Skinner regarding same (.3); submit order (.4); e-mail to L. Maxwell regarding same (.3); telephone conference with T. Brumgardt regarding potential assignment of buyer's rights under APA (.2); follow-up telephone conference with T. Brumgardt regarding same (.1); telephone conference with D. Conaway regarding sale (.2).	2.80
06-20-12 DAM B120:	Intra-office conference with D. Conaway regarding strategy regarding claims (.4); e-mail to R. Skinner regarding claims (.1).	0.50

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

July 5, 2012
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Page 5

DATE ATTY DESCRIPTION OF SERVICES

HOURS
1.10

06-20-12 DHC B130:

Status memo to committee (.8); correspondence from R. Skinner regarding sale order (.3).

06-20-12 DHC B130:

Correspondence with F. Knowlton regarding sale order (.2); review revised sale order regarding missing cooper (.6); correspondence from R. Skinner regarding missing assets (.1).

06-20-12 DHC B130:

Review revised sale order.

06-21-12 DAM B130:

Review APA and sale order and analyze issues regarding buyers assignment of rights under APA (.8); intra-office conference with D. Grogan regarding same (.4); review order approving sale entered by the Court (.4); e-mail correspondence to K. Jones regarding same and status of draft deeds and bill of sale (.3); draft e-mail correspondence to R. Skinner and D. Conaway regarding assignment issue (.4).

06-21-12 DHC B130:

Correspondence from debtor's counsel regarding PPA (.6); conference with D. Matthews regarding same (.3); review proposed order (.4); correspondence from committee chairman (.3); correspondence with creditor regarding status of case/potential dividend to unsecured claims (.2).

06-22-12 DAM B130:

Analyze assignment issues (.4); e-mail correspondence to F. Knowlton, T. Brumgardt and R. Skinner regarding assignment of buyer's rights under APA (.4); review e-mail from T. Brumgardt regarding assignment issue (.2); telephone conference with T. Brumgardt (.1); review e-mail from F. Knowlton regarding closing date (.2); e-mail to F. Knowlton regarding same (.2); e-mail correspondence to K. Jones regarding same (.2).

06-22-12 DHC B130:

Memo from K. Jones regarding deed/bill of sale.

06-25-12 DMG B130:

Intraoffice conference with D. Matthews regarding issues regarding sale.

06-25-12 DAM B130:

Review e-mail correspondence from K. Jones regarding draft bill of sale and deed.

Unsecured Creditors' Committee for Liberty Denim LLC	July 5, 2012
I.D. L11410-151644 - DHC	Invoice 329687
Re: Liberty Denim LLC Bankruptcy Proceedings	Page 6
DATE ATTY DESCRIPTION OF SERVICES	HOURS
06-25-12 DHC B130:	1.10
Review proposed Deed and bill sale (.9); conference with D. Matthews regarding purchase price allocation/deed stamps (.2).	
06-26-12 DMG B130:	0.30
Intraoffice conference with D. Matthews regarding issues regarding sale.	
06-26-12 DAM B130:	1.60
Review e-mail from J. Cassidy regarding allocation (.1); analyze allocation issue (.5); draft e-mail to R. Skinner regarding same (.4); review e-mail from R. Skinner regarding allocation issue (.2); intra-office conference with D. Conaway regarding same (.2); voice-mail message to F. Knowlton regarding same (.2);	
06-27-12 DAM B130:	3.40
E-mail correspondence to D. Conaway regarding allocation issue (.2); e-mail correspondence to K. Jones regarding status of closing documents (.2); e-mail to B. Milazzo regarding buyer's draft documents (.2); intra-office conference with B. Milazzo regarding same (.3); review e-mail from K. Jones regarding draft real estate package (.5); e-mail to K. Jones regarding same (.2); voice-mail message to and telephone conference with S. Faulkner regarding same (.4); telephone conference with T. Brumgardt regarding closing issues (.3); telephone conference with R. Skinner (.2); review APA draft extensive e-mail to T. Brumgardt and R. Skinner regarding buyer's draft documents and various closing issues (.6); telephone conference with S. Faulkner regarding closing logistics (.3).	
06-27-12 DHC B130:	0.80
Review documents regarding sale/closing (.5); several conferences with D. Matthews regarding purchase price allocation (.3).	
06-28-12 DAM B130:	1.20
Review e-mail correspondence from G.H. Bobotis regarding draft closing statement, etc. (.5); e-mail to D. Conaway regarding same (.1); review e-mail from S. Faulkner regarding closing issues (.3); review e-mail from R. Skinner regarding closing statement (.1); review e-mail from S. Faulkner regarding same (.2).	
06-29-12 DAM B130:	2.00
Review e-mail correspondence from S. Faulkner regarding signed APA (.1) review e-mail from T. Brumgardt regarding same (.1); e-mail to T. Brumgardt regarding same (.1); review further e-mail from S. Faulkner regarding closing (.2); draft e-mail correspondence to T. Brumgardt and R. Skinner regarding tax allocation issue (.2); inter-office conference with B. Milazzo regarding same (.2); review e-mail from T. Brumgardt regarding same (.1); draft, revise side letter agreement regarding same (.8); e-mail correspondence to T. Brumgardt and R. Skinner regarding same (.2).	

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

Total Fees for this Matter

July 5, 2012

Invoice 329687

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HOURS

\$27,926.50

DISBURSEMENTS

Document Reproduction

530.60

Travel to; Spartanburg, SC to attend hearing for auction; Steven A. Meckler

110.45

Total Disbursements for this Matter

\$641.05

FEE BILLING RECAP

David H. Conaway	DHC	13.40 hrs	\$570.00 /hr.	7,638.00
David M. Grogan	DMG	1.20 hrs	\$500.00 /hr.	600.00
David A. Matthews	DAM	41.50 hrs	\$445.00/hr.	18,467.50
Steven A. Meckler	SAM	3.30 hrs	\$370.00 /hr.	1,221.00

TOTAL FEES

27,926.50

TOTAL DISBURSEMENTS

641.05

TOTAL DUE FOR THIS BILL

28,567.55

TOTAL DUE FOR THIS MATTER

\$28,567.55

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

July 5, 2012
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Analysis of Legal Fees by Code		----- This Bill -----	
		Hours	Amount
B110	Case Administration	2.30	1,023.50
B120	Asset Analysis and Recovery	0.50	222.50
B130	Asset Disposition	52.40	24,876.50
B150	Meetings of and Communications with	0.80	418.50
B160	Fee/Employment Applications	0.00	0.00
B180	Avoidance Action Analysis	0.00	0.00
B195	Non-Working Travel	3.40	1,385.50
B310	Claims Administration and Objections	0.00	0.00
B320	Plan and Disclosure Statement (including	0.00	0.00
Total Legal Fees		59.40	27,926.50

SHUMAKER

Shumaker, Loop & Kendrick, LLP

First Citizens Bank Plaza 704.375.0057
128 South Tryon Street 704.332.1197 fax
Suite 1800
Charlotte, North Carolina 28202-5013

www.slk-law.com

Unsecured Creditors' Committee for Liberty Denim LLC
101 Mills Ave.
Liberty, SC 29657

Invoice 335533
August 14, 2012

Federal Tax ID. 34-4439491

ID: L11410-151644 - DHC

RE: Liberty Denim LLC Bankruptcy Proceedings

For Services Rendered Through July 31, 2012

Current Fees	16,363.00	
Current Disbursements	33.90	
Total Due for this Bill		<u>16,396.90</u>

**** PLEASE REMIT THIS PAGE WITH YOUR PAYMENT ****

PAYMENT DUE WITHIN 30 DAYS.

Invoices remaining unpaid 30 days after date of invoice will be charged a late payment charge of 1.5% per month.

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

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FOR PROFESSIONAL SERVICES RENDERED

DATE	ATTY DESCRIPTION OF SERVICES	HOURS
07-02-12	DAM B130: Review e-mail correspondence from S. Faulkner re sale proceeds (.2); review e-mail correspondence from T. Brumgardt regarding execution of side letter agreement regarding tax allocation (.2).	0.40
07-02-12	DAM B310: Review e-mail correspondence from J. Cassidy regarding payment of Atkins administrative claim (.2); review e-mail from F. Knowlton regarding same (.2).	0.40
07-03-12	DHC B150: Telephone conference and correspondence with committee chairman regarding various issues.	0.80
07-12-12	DAM B310: Telephone conference with R. Skinner regarding motion to pay Atkins Machinery claim, etc. (.4); review proof of claim filed by Wells Fargo (.4).	0.80
07-17-12	DAM B310: Work on motion to authorize payment to Atkins Machinery (.8); review e-mail correspondence from J. Cassidy regarding payment of claim (.2); review e-mail correspondence from R. Skinner to J. Cassidy regarding same (.3).	1.30
07-18-12	DAM B310: Review/analyze claims filed (1.5); work on distribution analysis (1.0).	2.50
07-19-12	DAM B110: Draft memo to Committee regarding distribution analysis.	2.10
07-19-12	DAM B110: Telephone conference with F. Knowlton regarding status of Chapter 11 plan, VF claim, etc. (.2); e-mail correspondence to F. Knowlton regarding claim filed by VF Sourcing (.2); e-mail to R. Skinner requesting information regarding VF Sourcing claim (.4); follow-up e-mail to R. Skinner requesting financial statements, etc. (.2).	1.00
07-19-12	DAM B310: Additional review of claims (1.4); intra-office conference with L. Cave regarding claims analysis spreadsheet (.4); legal research regarding relation back of mechanics lien claim of B&D Industrial Boilers under SC law (.5); draft motion to authorize	4.20

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

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Page 3

DATE ATTY DESCRIPTION OF SERVICES

HOURS

payment of Atkins Machinery claim (1.1); legal research regarding same (.8).

07-20-12 DAM B110:	3.60
Draft/revise motion to authorized payment to Atkins Machinery (2.4); intra-office conference with D. Thurman regarding employee notice issues related to Plan (.4); review e-mail correspondence from A. Rutgers regarding Debtor's tax returns and financial statements (.8).	
07-20-12 DAM B110:	1.90
Work on memo to Committee regarding distribution analysis.	
07-23-12 DAM B310:	3.10
Review and revise joint motion for authorization to pay Atkins Machinery secured claim from sale proceeds (1.2); legal research regarding default interest issue (1.6); e-mail correspondence to J. Cassidy requesting payoff information (.2); review e-mail from J. Cassidy regarding same (.1).	
07-24-12 DAM B310:	3.00
Review/analyze VF claim and relation to Wells Fargo claim, potential setoff issue, etc. (.8); review debtor's financial statements regarding same (.6); voice-mail to M. Hughes office regarding same (.2); telephone conference with M. Hughes regarding VF claim (.5); analyze needed information and draft e-mail correspondence to M. Hughes regarding requested information regarding claim (.5); e-mail correspondence to R. Skinner regarding same (.4).	
07-24-12 DAM B110:	1.20
Review, revise draft memo to Committee regarding distribution analysis, etc. (1.0); email correspondence to D. Conaway regarding same (.2).	
07-24-12 DAM B320:	1.30
Analyze plan issues and work on draft plan.	
07-24-12 DHC B110:	1.00
Conference with D. Matthews regarding and review of distribution analysis.	
07-24-12 DHC B110:	0.50
Review status of matter.	
07-25-12 DAM B310:	1.70
Review e-mail correspondence from R. Skinner (.1); review voice-mail message from M. Rickman (.2); e-mail correspondence to R. Skinner regarding same (.1); review voice-mail message from R. Skinner regarding permission to speak with M. Rickman	

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings
DATE ATTY DESCRIPTION OF SERVICES

August 14, 2012
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Page 4
HOURS

regarding questions about VF claim, etc. (.2); telephone conference with M. Rickman regarding VF claim (.5); analyze strategy for resolving claims (.6).

07-25-12 DAM B110:	0.20
Review e-mail correspondence from T. Brumgardt regarding allocation of purchase price for tax purposes.	
07-25-12 DAM B320:	1.60
Work on draft chapter 11 plan.	
07-26-12 DAM B310:	0.30
Review e-mail correspondence from M. Rickman regarding VF claim.	
07-27-12 DAM B110:	0.30
Review docket entries regarding court setting of status conference.	
07-30-12 DAM B110:	1.00
E-mail correspondence to A Ruttgers regarding Debtor's 2011 tax return (.2); e-mail correspondence to R. Skinner regarding motion for authorization to pay Atkins Machinery claim from sale proceeds (.2); analyze strategy with respect to resolving VF claim (.6).	
07-31-12 DAM B120:	0.70
Review e-mail correspondence from A. Ruttgers regarding Debtor's 2011 tax return (.3); review e-mail from A Ruttgers regarding Debtor's check register (.4).	
07-31-12 DAM B110:	0.20
E-mail correspondence with S. Meckler regarding scheduled status conference.	
07-31-12 DHC B110:	0.80
Correspondence from U.S. Trustee regarding DHEC (.2); conference with D. Matthews regarding same (.2); conference with environmental partner regarding same (.4).	

Total Fees for this Matter	\$16,363.00
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DISBURSEMENTS

Westlaw Court Document Searches	33.90
Total Disbursements for this Matter	\$33.90

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

August 14, 2012
Invoice 335533
Page 5

FEE BILLING RECAP

David H. Conaway	DHC	3.10 hrs	\$570.00 /hr.	1,767.00
David A. Matthews	DAM	32.80 hrs	\$445.00 /hr.	14,596.00
				<hr/>
TOTAL FEES				16,363.00
TOTAL DISBURSEMENTS				33.90
				<hr/>
TOTAL DUE FOR THIS BILL				16,396.90
				<hr/>
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Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

August 14, 2012
Invoice 335533
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Analysis of Legal Fees by Code		----- This Bill -----	
		Hours	Amount
B110	Case Administration	13.80	6,428.50
B120	Asset Analysis and Recovery	0.70	311.50
B130	Asset Disposition	0.40	178.00
B150	Meetings of and Communications with	0.80	456.00
B160	Fee/Employment Applications	0.00	0.00
B195	Non-Working Travel	0.00	0.00
B310	Claims Administration and Objections	17.30	7,698.50
B320	Plan and Disclosure Statement (including	2.90	1,290.50
Total Legal Fees		35.90	16,363.00

SHUMAKER

Shumaker, Loop & Kendrick, LLP

First Citizens Bank Plaza 704.375.0057
128 South Tryon Street 704.332.1197 fax
Suite 1800
Charlotte, North Carolina 28202-5013

www.slk-law.com

Unsecured Creditors' Committee for Liberty Denim LLC
101 Mills Ave.
Liberty, SC 29657

Invoice 338669
September 10, 2012

Federal Tax ID. 34-4439491

ID: L11410-151644 - DHC

RE: Liberty Denim LLC Bankruptcy Proceedings

For Services Rendered Through August 31, 2012

Current Fees	33,736.50	
Current Disbursements	126.00	
Total Due for this Bill		<u>33,862.50</u>

**** PLEASE REMIT THIS PAGE WITH YOUR PAYMENT ****

PAYMENT DUE WITHIN 30 DAYS.

Invoices remaining unpaid 30 days after date of invoice will be charged a late payment charge of 1.5% per month.

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

September 10, 2012
Invoice 338669
Page 2

FOR PROFESSIONAL SERVICES RENDERED

DATE ATTY DESCRIPTION OF SERVICES	HOURS
08-01-12 DHC B320: Conference with D. Matthews regarding 120 day payments by debtor/plan terms regarding same.	0.60
08-03-12 DAM B310: Analyze VF claim issues (.5); intra-office conference with E. Rogers regarding same (.4); telephone conference with F. Knowlton regarding same (.4); e-mail correspondence to M. Hughes regarding follow-up on request for information regarding VF claim (.2); e-mail correspondence to R. Skinner regarding same (.3).	1.80
08-03-12 DHC B110: Correspondence from L. Barr regarding DHEC (.2); correspondence to L. Barr regarding DHEC letter (.3); correspondence from R. Skinner regarding same (.3); conference with D. Matthews regarding same (.2).	1.00
08-03-12 DAM B130: E-mail correspondence with T. Brumgardt regarding allocation of purchase price for tax purposes.	0.30
08-06-12 DAM B310: Voice-mail message to M. Hughes regarding information on VF claim (.2); telephone conference with M. Hughes regarding same (.3); review e-mail correspondence from J. Cassidy regarding payoff calculation for Atkins claim (.3); review e-mail from M. Hughes regarding sample correspondence related to funds advanced by VF (.3).	1.10
08-07-12 DAM B320: Work on plan and disclosure statement.	2.10
08-07-12 DHC B110: Correspondence from L. Barr regarding DHEC and conference with environmental partner regarding same.	0.50
08-07-12 DAM B130: Review report of sale filed by Debtor (.2); voice-mail message to R. Skinner (.2).	0.40
08-07-12 DAM B310: E-mail correspondence to C. Ivey regarding default interest issues (.2).	0.20

Unsecured Creditors' Committee for Liberty Denim LLC

I.D. L11410-151644 - DHC

Re: Liberty Denim LLC Bankruptcy Proceedings

DATE ATTY DESCRIPTION OF SERVICES

08-08-12 DAM B310:

Review and revise motion to pay Atkins Machinery secured claim.

08-08-12 DAM B320:

Work on plan and disclosure statement.

08-09-12 DHC B320:

Review and vet distribution analysis for estate creditors/plan and correspondence with committee members regarding same.

08-09-12 DAM B320:

Intra-office conference with D. Conaway regarding plan issues related to disbursing agent, post-effective date committee role, etc.

08-09-12 DAM B310:

Telephone conference with R. Skinner regarding motion to pay Atkins Machinery, VF claims, etc. (.4); intra-office conference with D. Conaway regarding same (.3); revise motion to pay Atkins (1.4); e-mail correspondence to R. Skinner regarding same (.4); email correspondence to J. Cassidy and R. Skinner regarding interest rate on Atkins' note (.2); review e-mail from J. Cassidy regarding same (.1); review modification agreement regarding same (.3).

08-10-12 DHC B310:

Review motion to pay Atkins (.5); conference with D. Matthews regarding revisions to same to preserve estate's rights (.4).

08-10-12 DAM B310:

Review correspondence from M. Rickman regarding reconciliation of VF claim (.5); e-mail to M. Rickman regarding same (.2); review further e-mail from M. Rickman regarding same (.1); review e-mail from M. Rickman regarding Wells Fargo claim (.3).

08-10-12 DAM B310:

Telephone conference with R. Skinner regarding motion to pay Atkins, etc. (.3); telephone conference with L. Baillet at Bankruptcy Court regarding notice of hearing on motion (.4); review, revise and finalize filing and service of motion (.8); follow-up telephone conference with L. Baillet regarding same (.2); review notice of hearing (.2).

08-14-12 DAM B320:

Continue drafting Chapter 11 plan of liquidation.

08-15-12 DMG B320:

Intraoffice conference with D. Matthews regarding plan issues.

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HOURS

2.10

3.10

1.40

0.50

3.10

0.80

1.10

1.90

2.00

0.60

Unsecured Creditors' Committee for Liberty Denim LLC I.D. L11410-151644 - DHC Re: Liberty Denim LLC Bankruptcy Proceedings	September 10, 2012 Invoice 338669 Page 4
DATE ATTY DESCRIPTION OF SERVICES	HOURS
08-15-12 DHC B110: Review correspondence from Mr. Skinner regarding DHEC letter (.3); telephone conference with M. O'Callaghan, environmental partner, regarding same (.2); correspondence from L. Barr (.2).	0.70
08-16-12 DHC B110: Correspondence to environmental partner regarding DHEC (.2); telephone conference with environmental partner (.2).	0.40
08-16-12 DAM B320: Work on plan and disclosure statement.	3.40
08-17-12 DHC B110: Correspondence from L. Barr regarding DHEC (.2); conference with environmental partner/review memo from same regarding recommendations (.5); conference with D. Matthews regarding advice to R. Skinner regarding handling DHEC (.3).	1.00
08-17-12 DAM B110: Telephone conference with M. O'Callaghan regarding DHEC letter and terms of sale (.3); e-mail correspondence to M. O'Callaghan regarding APA provisions (.4); review e-mail correspondence from M. O'Callaghan regarding analysis of potential environmental claims and recommended response (.3).	1.00
08-17-12 DAM B320: Draft/revise Chapter 11 plan.	3.80
08-17-12 MJO B320: Review of DHEC letter regarding waste water treatment plant violations (.5); review of asset purchase agreement and case law regarding police powers in connection with environmental enforcement (2.0); e-mail communication to Conaway and Matthews regarding same (.5).	3.00
08-20-12 DMG B320: Intraoffice conference with D. Matthews regarding plan issues.	0.70
08-20-12 DAM B320: Review and revise Chapter 11 plan.	2.20
08-21-12 DAM B110: Review e-mail correspondence from R. Skinner regarding Rickman request for administrative claim.	0.40

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

September 10, 2012
Invoice 338669
Page 5

DATE ATTY DESCRIPTION OF SERVICES

HOURS
2.30

08-21-12 DAM B320:

Draft, review and revise plan and disclosure statement.

08-22-12 DMG B110:

Intraoffice conference with D. Matthews regarding plan issues.

0.80

08-22-12 DAM B320:

Continue to review and revise Chapter 11 plan (2.4); intra-office conference with D. Conaway regarding same (.4); intra-office conference with D. Grogan regarding same (.4); e-mail correspondence to D. Conaway regarding Rickman request for administrative claim (.2); intra-office conference with D. Conaway regarding same (.3).

3.70

08-24-12 DMG B110:

Intraoffice conference with D. Matthews regarding plan issues.

0.50

08-24-12 DAM B320:

Review/revise Chapter 11 Plan (1.8); e-mail correspondence to R. Skinner regarding same (.4); work on disclosure statement (3.3).

5.50

08-27-12 DMG B110:

Intraoffice conference with D. Matthews regarding plan and disclosure statement issues.

0.50

08-27-12 DAM B320:

Voice-mail message to R. Skinner regarding Plan (.2); review/revise draft disclosure statement (4.4); review e-mail from R. Skinner regarding proposed changes to plan (.3); e-mail correspondence to R. Skinner regarding same (.2).

5.10

08-28-12 DAM B320:

Telephone conference with R. Skinner regarding draft disclosure statement (.3); intra-office conference with D. Conaway regarding plan and disclosure statement (.3); review e-mail correspondence from A. Rutgers regarding Debtor's proposed changes to disclosure statement (.4); intra-office conference with L. Cave regarding same (.2).

1.20

08-29-12 DMG B110:

Intra-office conference with D. Matthews regarding plan and disclosure statement issues.

0.30

08-29-12 DHC B320:

Conference with D. Matthews regarding plan terms and review/revise plan (1.3).

1.30

Unsecured Creditors' Committee for Liberty Denim LLC	September 10, 2012
I.D. L11410-151644 - DHC	Invoice 338669
Re: Liberty Denim LLC Bankruptcy Proceedings	Page 6
DATE ATTY DESCRIPTION OF SERVICES	HOURS
08-29-12 DHC B320:	0.60
Review motion to extend time to file plan and conference with D. Matthews regarding same.	
08-29-12 DAM B310:	0.60
Review e-mail correspondence from J. Cassidy regarding motion to pay Atkins Machinery claim (.2); e-mail correspondence to J. Cassidy regarding same (.3); voice-mail message to J. Cassidy regarding same (.1).	
08-29-12 DAM B320:	4.00
E-mail correspondence to R. Skinner regarding draft disclosure statement (.3); review e-mail from R. Skinner regarding same (.3); review and revise same (2.4); telephone conference with R. Skinner regarding same (.3); file plan and disclosure statement (.4); e-mail correspondence to Committee regarding same (.3).	
08-30-12 CPE B110:	0.20
Conference with D. Conaway (.1); review file (.1).	
08-30-12 DHC B320:	2.90
Review and revise plan and conferences with D. Matthews regarding same (1.6); review correspondence to committee regarding plan (.5); correspondence (4) with committee members regarding plan (.8).	
08-30-12 DAM B180:	1.00
Review/analyze check register and conduct preliminary preference analysis (.7); intra-office conference with D. Conaway regarding same (.3).	
08-31-12 DHC B110:	0.50
Review status of matter.	
Total Fees for this Matter	\$33,736.50
DISBURSEMENTS	
Document Reproduction	72.20
Postage	34.50
PACER/Federal District Court Electronic Access	6.00
Westlaw Court Document Searches	13.30
Total Disbursements for this Matter	\$126.00

FEE BILLING RECAP

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

September 10, 2012
Invoice 338669
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Michael J. O'Callaghan	MJO	3.00 hrs	\$445.00 /hr.	1,335.00
David H. Conaway	DHC	11.70 hrs	\$570.00 /hr.	6,669.00
David M. Grogan	DMG	3.40 hrs	\$500.00 /hr.	1,700.00
David A. Matthews	DAM	53.90 hrs	\$445.00 /hr.	23,985.50
Cheryl P. Elgin	CPE	0.20 hrs	\$235.00 /hr.	47.00
				<hr/>
TOTAL FEES				33,736.50
TOTAL DISBURSEMENTS				126.00
				<hr/>
TOTAL DUE FOR THIS BILL				33,862.50
				<hr/>
				<hr/>

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

September 10, 2012
Invoice 338669
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Analysis of Legal Fees by Code		----- This Bill -----	
		Hours	Amount
B110	Case Administration	7.80	4,057.00
B120	Asset Analysis and Recovery	0.00	0.00
B130	Asset Disposition	0.70	311.50
B150	Meetings of and Communications with	0.00	0.00
B160	Fee/Employment Applications	0.00	0.00
B180	Avoidance Action Analysis	1.00	445.00
B195	Non-Working Travel	0.00	0.00
B310	Claims Administration and Objections	12.70	5,751.50
B320	Plan and Disclosure Statement (including	50.00	23,171.50
Total Legal Fees		72.20	33,736.50

SHUMAKER

Shumaker, Loop & Kendrick, LLP

First Citizens Bank Plaza 704.375.0057
128 South Tryon Street 704.332.1197 fax
Suite 1800
Charlotte, North Carolina 28202-5013

www.slk-law.com

Unsecured Creditors' Committee for Liberty Denim LLC
101 Mills Ave.
Liberty, SC 29657

Invoice 343812
October 11, 2012

Federal Tax ID. 34-4439491

ID: L11410-151644 - DHC

RE: Liberty Denim LLC Bankruptcy Proceedings

For Services Rendered Through September 30, 2012

Current Fees	12,136.00	
Current Disbursements	220.68	
Total Due for this Bill		<u>12,356.68</u>
Total Due for this Matter		<u><u>\$12,356.68</u></u>

**** PLEASE REMIT THIS PAGE WITH YOUR PAYMENT ****

PAYMENT DUE WITHIN 30 DAYS.

Invoices remaining unpaid 30 days after date of invoice will be charged a late payment charge of 1.5% per month.

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

October 11, 2012
Invoice 343812
Page 2

FOR PROFESSIONAL SERVICES RENDERED

DATE	ATTY DESCRIPTION OF SERVICES	HOURS
09-01-12	DHC B320 Review plan/disclosure statement (2.5); motion to extend time to file (.3); review amendment to schedules (.3).	3.10
09-04-12	SAM B195 Travel to Spartanburg, SC for hearing (actual time 3.0 hrs).	1.50
09-04-12	SAM B130 Attend hearing with D. Matthews.	2.40
09-04-12	DAM B195 Travel to Spartanburg, SC for hearing (actual time 3.0 hours).	1.50
09-04-12	DAM B310: Attend status conference and hearing on motion to pay claim of Atkins Machinery, Inc. in Spartanburg (2.4) ; draft proposed order on motion to pay claim of Atkins Machinery (.6) e-mail correspondence to J. Cassidy and R. Skinner regarding same (.2); review email from J. Cassidy regarding same (.1); review e-mail from R. Skinner regarding same (.1); submit proposed order (.2).	3.60
09-04-12	DHC B310: Conference with D. Matthews regarding Atkins claim and payment of same; review order for payment of claim (.8); report from D. Matthews regarding hearing (.3).	1.10
09-05-12	DHC B310: Correspondence from R. Skinner regarding DHEC issue (.2); correspondence from Linda Barr regarding DHEC (.1).	0.30
09-05-12	DAM B310: Analyze default interest issue claim (.7); additional legal research regarding same (2.3)	3.00
09-07-12	DAM B110: Review order and notice regarding disclosure statement (.4); review correspondence from clerk's office regarding same (.3); e-mail correspondence to N. Stavey	1.10

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings
DATE ATTY DESCRIPTION OF SERVICES

October 11, 2012
Invoice 343812
Page 3
HOURS

confirming receipt of same (.1); intra-office conference with L. Cave regarding preparing for service of order (.3).

09-12-12 DHC B320:	0.80
Review pleadings regarding disclosure statement including hearing on Disclosure Statement.	
09-12-12 DAM B110:	1.50
Review/revise service list for order and notice on disclosure statement hearing (.6); intra-office conference with M. Carruthers regarding service (.5); draft and file certificate of service (.4).	
09-17-12 DAM B110:	0.20
E-mail correspondence to S. Meckler regarding disclosure statement hearing.	
09-18-12 DHC B110:	0.50
Review status of matter.	
09-19-12 DAM B110:	1.10
Voice-mail message to R. Skinner (.1); intra-office conference with D. Conaway regarding payment of Atkins claim (.3); draft e-mail correspondence to J. Cassidy and R. Skinner regarding same (.3); review e-mail from J. Cassidy regarding updated payoff amount (.4).	
09-20-12 DAM B110:	0.90
Review e-mail correspondence from R. Skinner regarding Atkins payoff amount (.4); e-mail to R. Skinner and A. Ruttgers regarding same (.2); review monthly operating report (.3).	
09-21-12 DAM B310:	1.20
Analyze strategy for claims objections and discovery issues.	
09-24-12 DAM B110:	0.90
Review e-mail from J. Cassidy regarding payment amount (.1); draft e-mail correspondence to R. Skinner and J. Cassidy regarding calculation (.5); follow-up e-mail to J. Cassidy and R. Skinner regarding same (.3).	
09-25-12 DAM B110:	0.60
Review e-mail from R. Skinner regarding Atkins payoff amount (.2); draft e-mail correspondence to R. Skinner regarding same (.4).	

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

October 11, 2012
Invoice 343812
Page 4

DATE ATTY DESCRIPTION OF SERVICES

HOURS

09-25-12 DAM B110:

0.50

Review e-mail correspondence from R. Skinner regarding Atkins pay off balance (.2); e-mail correspondence to R. Skinner regarding same (.1); voice-mail message to R. Skinner regarding same (.2).

09-26-12 DAM B110:

0.30

Telephone conference with R. Skinner regarding Atkins payment, documents, etc.

09-28-12 DAM B110:

0.20

Review review e-mail from J. Cassidy regarding payment (.1); review e-mail from A. Ruttgers regarding same (.1).

Total Fees for this Matter

\$12,136.00

DISBURSEMENTS

Document Reproduction

90.80

Travel to; Spartanburg, SC to attend status conference; Steven A. Meckler

129.88

Total Disbursements for this Matter

\$220.68

FEE BILLING RECAP

David H. Conaway	DHC	5.80 hrs	\$570.00 /hr.	3,306.00
David A. Matthews	DAM	16.60 hrs	\$445.00 /hr.	7,387.00
Steven A. Meckler	SAM	3.90 hrs	\$370.00 /hr.	1,443.00

TOTAL FEES

12,136.00

TOTAL DISBURSEMENTS

220.68

TOTAL DUE FOR THIS BILL

12,356.68

TOTAL DUE FOR THIS MATTER

\$12,356.68

Unsecured Creditors' Committee for Liberty Denim LLC
I.D. L11410-151644 - DHC
Re: Liberty Denim LLC Bankruptcy Proceedings

October 11, 2012
Invoice 343812
Page 5

Analysis of Legal Fees by Code		----- This Bill --	
		Hours	Amount
B110	Case Administration	7.80	3,533.50
B120	Asset Analysis and Recovery	0.00	0.00
B130	Asset Disposition	2.40	888.00
B150	Meetings of and Communications with	0.00	0.00
B160	Fee/Employment Applications	0.00	0.00
B180	Avoidance Action Analysis	0.00	0.00
B195	Non-Working Travel	3.00	1,222.50
B310	Claims Administration and Objections	9.20	4,269.00
B320	Plan and Disclosure Statement (including	3.90	2,223.00
Total Legal Fees		26.30	12,136.00

**U.S. BANKRUPTCY COURT
District of South Carolina**

Case Number: 11-08066-HB

**ORDER GRANTING FIRST INTERIM APPLICATION
OF SHUMAKER, LOOP & KENDRICK, LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

The relief set forth on the following pages, for a total of 3 pages, including this page, is hereby ORDERED.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

IN RE:)	
)	
LIBERTY DENIM, LLC,)	Case No. 11-08066-HB
)	Chapter 11
Debtor.)	
_____)	

**ORDER GRANTING FIRST INTERIM APPLICATION
OF SHUMAKER, LOOP & KENDRICK, LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This matter comes before the Court as a result of the this First Interim Application of Shumaker, Loop & Kendrick, LLP, Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period from March 15, 2012 through September 30, 2012 (the "Application"). Upon consideration of the Application and the Court finding that due an proper notice of the Application was given to all creditors and parties in interest, that no objection to the Application was received, that this is the first interim fee application by Shumaker, Loop & Kendrick, LLP ("Applicant"), and it appearing that the requested compensation and reimbursement of expenses is reasonable, and good cause appearing:

IT IS HEREBY ORDERED:

1. The Application is granted;
2. Applicant is hereby awarded interim compensation in the amount of \$199,173.75 and \$4,343.89 for reimbursement of actual, necessary expenses pursuant to 11 U.S.C. § 331 for legal services rendered on behalf of the Unsecured Creditors' Committee for the period March 15, 2012 through September 30, 2012;

3. The Debtor is hereby authorized and direct to pay Applicant the sum of \$203,517.64.

4. All amounts awarded to Applicant are subject to final approval pursuant to 11 U.S.C. § 330.

SO ORDERED.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the date set forth below the foregoing NOTICE OF FIRST INTERIM APPLICATION OF SHUMAKER, LOOP & KENDRICK, LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES and FIRST INTERIM APPLICATION OF SHUMAKER, LOOP & KENDRICK, LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM MARCH 15, 2012 THROUGH SEPTEMBER 30, 2012 along with the proposed order, was served by electronic means through the Court's CM/ECF case management system and by depositing the same with the United States Postal Service enclosed in envelopes, first class postage prepaid, addressed as follows:

Liberty Denim
P. O. Box 138
Liberty, SC 29657

Randy Skinner, Esquire
Skinner Law Firm
300 North Main Street, Ste. 201
Greenville, SC 29601

Office of the United States Trustee
For the District of South Carolina
1835 Assembly Street, Ste. 953
Columbia, SC 29201

Frank BB Knowlton
Nelson Mullins Riley Scarborough, LLP
P. O. Box 11070
Columbia, SC 29211-1070

GE Capital Retail Bank
c/o Recovery Management Systems Corp.
25 SE 2nd Avenue, Suite 1120
Miami, FL 33131-1605
Attn: Ramesh Singh

Wear USA, LLC
c/o A. Todd Darwin, Esq.
Holcombe Bomar, P.A.
Post Office Drawer 1897
Spartanburg, SC 29304

B&D Marine & Industrial Boilers
c/o Robert Culver, Esq.
575 King Street
Charleston SC 29403-5521

R. William Metzger, Jr., Esquire
Robinson, McFadden & Moore, P.C.
Post Office Box 944
Columbia, SC 29202

Atkins Machinery, Inc.
c/o James H. Cassidy, Esquire
Roe Cassidy Coates & Price, P.A.
P. O. Box 10529
Greenville, SC 29603

This the 12th day of November, 2012.

SHUMAKER, LOOP & KENDRICK, LLP

s/David A. Matthews

David A. Matthews (N.C. Bar No. 28306)
128 S. Tryon Street, Suite 1800
Charlotte, North Carolina 28202
Telephone: (704) 375-0057
Facsimile: (704) 332-1197